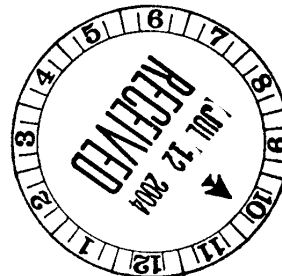




RECORDATION NO. 23215-4 FILED

JUL 13 '04

4-33 PM



July 9, 2004

SURFACE TRANSPORTATION BOARD

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 30, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **LaFarge North America Inc. f/k/a LaFarge Corporation**  
4000 Town Center, Suite 2000 Southfield, MI 48075

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **LaFarge North America Inc. f/k/a LaFarge Corporation**, covering 100 coal hoppers with reporting marks and numbers – CEFX 82549 – CEFX 84180, NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23215 dated 11/2/00 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist  
Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 30<sup>th</sup> day of April, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and LAFARGE NORTH AMERICA INC., f/k/a LAFARGE CORPORATION, a Missouri corporation, with an address at 4000 Town Center- Suite 2000, , Southfield, MI 48075 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 23, 2000, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on November 2, 2000 and given Recordation Number 23215.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

LAFARGE NORTH AMERICA INC., f/k/a LAFARGE CORPORATION

By: R. Martin  
Name: ROBERT MARTIN  
Title: TRANSPORTATION MGR.

## Schedule A

Number of Cars			Equipment Description		
100			3,256 C.F. covered hopper car with gravity gates and round hatches		
1	CEFX	82549	53	CEFX	82789
2	CEFX	82550	54	CEFX	82794
3	CEFX	82551	55	CEFX	82795
4	CEFX	82555	56	CEFX	82796
5	CEFX	82563	57	CEFX	82799
6	CEFX	82664	58	CEFX	82800
7	CEFX	82666	59	CEFX	82801
8	CEFX	82668	60	CEFX	82802
9	CEFX	82669	61	CEFX	83825
10	CEFX	82670	62	CEFX	83827
11	CEFX	82671	63	CEFX	83828
12	CEFX	82676	64	CEFX	83829
13	CEFX	82678	65	CEFX	83832
14	CEFX	82679	66	CEFX	83833
15	CEFX	82680	67	CEFX	83834
16	CEFX	82688	68	CEFX	84136
17	CEFX	82689	69	CEFX	84137
18	CEFX	82690	70	CEFX	84138
19	CEFX	82692	71	CEFX	84139
20	CEFX	82693	72	CEFX	84140
21	CEFX	82694	73	CEFX	84141
22	CEFX	82713	74	CEFX	84142
23	CEFX	82714	75	CEFX	84143
24	CEFX	82715	76	CEFX	84144
25	CEFX	82716	77	CEFX	84146
26	CEFX	82717	78	CEFX	84147
27	CEFX	82720	79	CEFX	84148
28	CEFX	82721	80	CEFX	84149
29	CEFX	82732	81	CEFX	84150
30	CEFX	82733	82	CEFX	84151
31	CEFX	82734	83	CEFX	84152
32	CEFX	82736	84	CEFX	84153
33	CEFX	82737	85	CEFX	84154
34	CEFX	82738	86	CEFX	84155
35	CEFX	82740	87	CEFX	84156
36	CEFX	82747	88	CEFX	84158
37	CEFX	82748	89	CEFX	84161
38	CEFX	82749	90	CEFX	84162
39	CEFX	82750	91	CEFX	84163
40	CEFX	82751	92	CEFX	84165
41	CEFX	82753	93	CEFX	84166
42	CEFX	82758	94	CEFX	84168
43	CEFX	82761	95	CEFX	84173
44	CEFX	82762	96	CEFX	84175
45	CEFX	82777	97	CEFX	84176
46	CEFX	82779	98	CEFX	84177
47	CEFX	82782	99	CEFX	84179
48	CEFX	82783	100	CEFX	84180
49	CEFX	82784			
50	CEFX	82785			
51	CEFX	82786			
52	CEFX	82787			